



**CIRCULAR**

**SEBI/HO/DDHS-PoD-2/P/CIR/2023/114**

**July 05, 2023**

**To**

**All Real Estate Investment Trusts (“REITs”)  
All Parties to REITs  
All Recognised Stock Exchanges  
All Depositories  
All Merchant Bankers**

Madam/Sir

**Sub: Amendments to guidelines for preferential issue and institutional placement of units by a listed REIT**

1. SEBI issued circular SEBI/HO/DDHS/DDHS/CIR/P/2019/142 dated November 27, 2019 providing guidelines for preferential issue and institutional placement of units by listed REITs (“Guidelines”). The guidelines were subsequently revised vide circulars SEBI/HO/DDHS/DDHS/CIR/P/2020/35 dated March 13, 2020, SEBI/HO/DDHS/DDHS/CIR/P/2020/184 dated September 28, 2020, SEBI/HO/DDHS/DDHS\_Div3/P/CIR/2022/116 dated August 26, 2022 and SEBI/HO/DDHS/DDHS\_Div3/P/CIR/2022/130 dated September 28, 2022.
2. Pursuant to feedback received, the said guidelines for preferential issue and institutional placement of units by listed REITs stand modified as under:
  - I. Clause 2 of Annexure II of the SEBI circular dated November 27, 2019 (as amended), is modified as under:

**“2. Pricing of Units**

*The institutional placement shall be made at a price not less than the average of the weekly high and low of the closing prices of the units of the same class*

*quoted on the stock exchange during the two weeks preceding the relevant date:*

*Provided that the REIT may offer a discount of not more than five percent on the price so calculated, subject to approval of unitholders through a resolution as specified in guideline 2.1.*

*Explanation: "relevant date" for the purpose of clauses related to institutional placement shall be the date of the meeting in which the board of directors of the manager decides to open the issue."*

3. This circular shall be applicable with immediate effect.
4. This circular is being issued in exercise of powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 and Regulation 33 of the REIT Regulations. This circular is issued with the approval of the competent authority.
5. This Circular is available on the website of the Securities and Exchange Board of India at [www.sebi.gov.in](http://www.sebi.gov.in) under the category "Legal" and under the drop down "Circulars".

Yours faithfully,

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